

WHITE PINE LIBRARY COOPERATIVE BOARD BYLAWS

I. NAME

This library cooperative shall be known as the White Pine Library Cooperative.

II. AUTHORITY

The White Pine Library Cooperative is formed under the authority of P.A. 89, 1977 as amended.

III. BOARD MEMBERSHIP

The governing board shall consist of nine members.

Group A: Class I and Class II Libraries – 2 members

Group B: Class III and Class IV Libraries – 2 members

Group C: Class V and Class VI Libraries – 2 members

At-Large members – 3 members (recommended to the board by the Nominating Committee)

At-Large members will be chosen by the Nominating Committee to assure a balance of geographic representation and any other considerations specified by the board to the Nominating Committee.

With the exception of the At-Large board members, membership on the board will be filled on a published rotation schedule for each group.

The cooperative director shall be an ex-officio, non-voting member of the cooperative board.

Terms of service shall be two years and run from October 1st through September 30th. Members can serve no more than 2 consecutive terms.

Representation on the board will be reviewed annually and may change as conditions change.

Prior to the cooperative's board meeting in October, the governing board of each library entitled to new representation on the cooperative board shall appoint an official representative and send written notice of its decision to the cooperative board.

If a library is unable to appoint an official representative, that board position will pass to the next library on the rotation list for a two-year term. The next time a position for that library's group becomes available, the declining library will have a second opportunity to fill that vacancy. If that library declines a second time, then the position will be passed along to the next library in the rotation schedule, and the declining library loses their representation until their next turn in the rotation.

A person may only represent one library on the Board at the same time.

Staff members and trustees from all member libraries will be encouraged to attend cooperative board meetings and will be entitled to speak to any issue but will not be eligible to vote.

Nominating Committee

A Nominating Committee will be constituted each year to fill any board vacancies for At-Large positions, recruit and relay the Group nominees for board representation. The Nominating Committee will be comprised of 4 members: the Board Vice-President/President-Elect, a member of the White Pine Library Cooperative Board, the current Moderator of the Advisory Council, and a member of the Advisory Council not on the board.

The Nominating Committee will present, as part of their slate, a written rationale for the selection of any At-Large positions, which will become part of the permanent board record. If the board does not accept the slate, it will state the reasons for its non-acceptance, and instruct the Nominating Committee as to the next steps in filling the vacancies.

Absence and Replacement of Board Members

The absence of a cooperative board member from three consecutive cooperative board meetings will be cause for terminating that library's representation on the cooperative board. When their representative has missed two consecutive board meetings, notification will be sent to that member library director and board of the absences. If a representative from that library does not attend the next cooperative board meeting, the library will lose their seat on the board, and their representation until their next turn in rotation. The next library in line on the rotation list will fill the position until the beginning of the next fiscal year and then start its full two-year term.

The governing board of a library entitled to representation on the cooperative board may replace its representative by notifying the cooperative board in writing prior to the start of any cooperative board meeting.

IV. VOTE

Each board member shall be entitled to one vote. Motions will be carried by a majority of those present. In case of a tie, the Board President will cast the deciding vote.

V. DUTIES AND POWERS

The cooperative board shall:

- a. Have powers that relate to the functioning of the cooperative and have the management and control of the cooperative's funds and property.
- b. Select officers.
- c. Be a body corporate and a juristic entity for social security and legal purposes.
- d. Establish, maintain, and operate cooperative services for public libraries in the area served by the cooperative.

- e. Appoint a director to administer the cooperative, fix that person's compensation, and delegate those powers to that person that are in the best interest of the cooperative, including the power to hire, evaluate, and terminate necessary employees.
- f. Be informed of Advisory Council discussions and serve as a liaison between the board and the constituent group that board member represents. Board members not on the Advisory Council will be sent materials distributed at that meeting.
- g. Purchase sites, erect buildings, and lease suitable quarters, and have supervision and control of property of the cooperative.
- h. Enter into contracts to receive service from or give service to libraries in the state, including public, school, academic, or special libraries, other cooperative libraries and political subdivisions of the state.
- i. Have exclusive control of expenditures for the cooperative.
- j. Accept gifts and donations of property, real and personal for the benefit of the cooperative and for the purpose for which donated.
- k. Adopt bylaws and rules not inconsistent with P.A. 89, 1977, for its own government and do those things necessary to carry out the purposes of this act.

It is expressly understood that the cooperative board has no jurisdiction over the property and management of the local library.

VI. OFFICERS AND DIRECTOR OF THE COOPERATIVE

The **President** shall preside at all meetings, call special meetings, appoint committees with the approval of the cooperative board, sign contracts as directed by the cooperative board, co-sign checks in the absence of the Treasurer, and generally perform the duties of a presiding officer.

The **Vice-President/President-Elect** will assume temporarily the office and duties of the President in case of the absence or incapacity of that officer. In the event of the resignation or permanent incapacity of the President, the Vice-President/President-Elect will assume the office of the President for the remainder of the unfilled term.

The **Treasurer** shall keep a true and accurate account of the proceedings of the cooperative board, cosign all checks as directed by the cooperative board, see that official and financial records of the cooperative are maintained at the cooperative headquarters and that regular financial reports are given to the board.

The **Cooperative Director** shall prepare an agenda for each cooperative board meeting and distribute this agenda to all cooperative board members at least one week prior to each cooperative board meeting, present a director's report of the cooperative at each cooperative board meeting, submit regular monthly financial reports and recommend adjustments, submit a preliminary budget request for the next fiscal year at the June meeting, provide a draft Plan of Service and annual budget to the board and membership for review, shall co-sign checks at the direction of the cooperative board, and may call special meetings of the cooperative board.

VII. SELECTION OF OFFICERS

Officers shall be elected by majority vote at the first board meeting of the fiscal year. Officer terms shall be for one year. An individual may hold the same office for not more than two consecutive terms.

Officers shall assume office immediately following their election and shall serve until their successor is elected unless removed for nonperformance of duty.

If the office of Vice-President/President-Elect or Treasurer falls vacant in the middle of a term, the President shall appoint a successor to serve for the remainder of the unfilled term with the approval of the cooperative board.

If the office of the President becomes vacant, the Vice-President/President-Elect shall assume the office of president for the remainder of the unfilled term and shall appoint the Vice-President/President-Elect for the remainder of that unfilled term with approval of the cooperative board.

VIII. INDEMNIFICATION OF OFFICERS AND EMPLOYEES

If any claim or action not covered by insurance is instituted against an officer or employee of the White Pine Library Cooperative allegedly arising out of an act or omission occurring within the scope of his or her duties as such officer or employee, the White Pine Library Cooperative shall at the request of the officer or employee:

- a. Appear and defend against the claim or action; and
- b. Pay or indemnify the officer or employee for a judgment and court costs based on such claim or action, provided there shall be no indemnification for any portion of a judgment representing an award of punitive or exemplary damages; and
- c. Pay or indemnify the officer or employee for a compromise or settlement of such claim or action providing the settlement is approved by the White Pine Library Cooperative Board of Trustees.

For the purpose of this section, the term officer shall include all members of the White Pine Library Cooperative Board. The term “officer” and “employee” shall include both present and former officers and employees. This indemnification clause shall not apply if the cooperative board finds that the alleged act or omission is malicious, willful or criminal misconduct. In such case the action to be taken by the cooperative board will be determined after an investigation of the facts.

IX. MEETINGS AND QUORUM

The cooperative board will normally meet eleven times and no less than nine times each year (except in July), at times and dates to be decided by the cooperative board.

The budget, plan of service, and fee schedule for the following year will be approved at the September board meeting.

Meetings will be held at the cooperative headquarters unless otherwise stated in the notice of the meeting.

The cooperative director shall distribute to all cooperative board members and to all member libraries notices of all meetings and an agenda at least one week prior to each meeting. This information may be communicated by mail, fax, email or posted to the WPLC website.

The President or the director may call special meetings. Special meetings must be called by the President upon request of four members of the cooperative board or upon the request of 10 percent of the membership.

Five members will constitute a quorum.

Meetings of the cooperative board and its committees will comply with the Open Meetings Act, PA 627, of 1976.

X. COMMITTEES

The President shall appoint committees as directed by the cooperative board. Each committee will have a charge, a timeframe for completing that task, and will make a report back to the board.

XI. GENERAL

A. Parliamentary Authority

Robert's Rules of Order (revised) shall be the parliamentary authority for conducting cooperative board meetings.

B. Order of Business

The order of business to be followed at each cooperative meeting is as follows:

- a. Call to Order
- b. Public Comments
- c. Minutes
- d. Ratification of Bills Paid
- e. Director's Report
- f. Communications
- g. Old Business
- h. New Business
- i. Adjournment

C. Policy on Disputes

The Board shall follow the Appeal Process as set forth in the most current version of the State Aid Guidelines of the Library of Michigan.

XII. AMENDING THE BYLAWS

The bylaws may be amended at any meeting of the cooperative board, provided at least six cooperative board members vote for the amendment and that the proposed amendment has been presented by a cooperative board member in writing at the previous

board meeting. Member libraries of the cooperative may present amendments for consideration of the cooperative board at any board meeting, with the understanding they will be voted on at the next board meeting.

Amended bylaws that significantly change the board structure outlined in the Plan of Service must be also reviewed and approved by the Library of Michigan Board.

Unless otherwise decided, amendments to these bylaws will take affect at the beginning of the fiscal year.

XIII. DISSOLUTION AND DISBURSEMENT OF THE ORGANIZATION

The White Pine Library Cooperative will be dissolved by board vote. After paying off any outstanding liabilities of the organization, the remainder of the organization's assets will be distributed to the membership on a per capita distribution formula.

Approved by the White Pine Library Cooperative Board: May 20, 2002
Effective date: October 1, 2002

Approved by the White Pine Library Cooperative Board:
Effective date: March 10, 2004

ROTATION SCHEDULE FOR WHITE PINE LIBRARY COOPERATIVE

These libraries are arranged by location of their main administrative branch.

Group A (Class I & II Libraries)

1. Birch Run
2. Brown City
3. Burt
4. Coleman
5. Croswell
6. Deckerville
7. Fairgrove
8. Fostoria
9. Frankenmuth
10. Harbor Beach
11. **Hemlock - 2002-2004**
12. Kingston
13. **Lexington - 2003-2005**
14. **Marlette - 2003-2005**
15. Mayville
16. Merrill
17. Peck
18. Port Austin
19. Port Sanilac
20. Reese
21. Sebawaing
22. Ubly
23. Unionville

Group B (Class III & IV Libraries)

1. Bad Axe
2. Bridgeport
3. Caro
4. Cass City
5. Chesaning
6. Clare
7. **Harrison - 2002-2004**
8. Millington
9. **Pigeon - 2003-2005**
10. **Rose City - 2003-2005**
11. St. Charles
12. Sandusky
13. Thomas Township
14. Vassar
15. West Branch

Group C (Class V & VI Libraries)

1. **Gladwin – 2003-2005**
2. **Iosco-Arenac – 2001 - 2004**
3. **Mt. Pleasant – 2002-2004**

October 2003 Board members

Group A – Hemlock, Lexington, Marlette

Group B – Harrison, Pigeon, Rose City

Group C – Gladwin, Iosco-Arenac, Mt. Pleasant